

HOWREY & SIMON

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MARK D. WEGENER
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February 12, 1981

Agatha L. Mergenovich,
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 12064-A No. 1-043A150
Date FEB 12 1981
FEB 12 1981 - 1 00 PM
INTERSTATE COMMERCE COMMISSION
Washington, D.C.

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11303(a) and the rules and regulations thereunder, as amended, I enclose herewith on behalf of BRAE Corporation, as lessor, for filing and recordation the following document:

Lease Agreement dated as of May 15, 1979,
by and between BRAE CORPORATION, as lessor,
and ASHLEY, DREW & NORTHERN RY. CO., as
lessee.

The names and addresses of the parties to the transaction evidenced by the foregoing document are as follows:

- (1) Lessor:
BRAE Corporation
Three Embarcadero Center
San Francisco, California 94111
- (2) Lessee:
Ashley, Drew & Northern Ry. Co.
P. O. Box 757
Crossett, Arkansas 71636

Please record the LEASE AGREEMENT under the names set forth above, and assign the next available letter suffix for recordation No. 12064, which was given the following document filed on August 1, 1980:

LEASE AGREEMENT, ASSUMPTION AND SUPPLEMENT
AGREEMENT, dated as of July 15, 1980, by and
between BRAE Corporation, as lessor-assignor,
and RAILEASE Inc, as assignee, assigning the
LEASE AGREEMENT dated as of May 15, 1979,

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Handwritten signatures and initials on the left margin.

HOWREY & SIMON

Agatha L. Mergenovich
February 12, 1981
Page Two

entered into by and between BRAE Corporation,
as lessor, and Ashley, Drew & Northern Railway
Company, as lessee.

In addition, please cross-index the Lease Agreement
with the following document which was filed on July 17, 1980,
and assigned Recordation No. 12012:

EQUIPMENT TRUST AGREEMENT dated as of
June 30, 1980, by and between the CONNECTICUT
BANK AND TRUST COMPANY, as trustee-lessor, and
RAILEASE Inc, as lessee.

The equipment covered by the aforementioned document
consists of the following:

- 100 Box cars, 100-ton, 7025 cubic feet, Plate
C, 60'6" in length, AAR mechanical design-
ation GT; bearing identifying road numbers
4100-4199, both inclusive.
- 200 Box cars, 70-ton, Plate C, free-rolling door,
sliding sill cushioning, 52'6" in length,
9'6" inside width, 11'1" in height; AAR
mechanical designation XP; bearing identi-
fying road numbers 5300-5499, both inclusive.
- 200 Box cars, 70-ton, Plate C, free-rolling door,
sliding sill cushioning, 52'6" in length,
9'6" inside width, 11'1" in height; AAR
mechanical designation XM; bearing identify-
ing road numbers 9700-9899, both inclusive.

A check payable to the Interstate Commerce Commission
in the amount of \$70.00 is enclosed to cover the recordation
fee and cross-indexing fee.

Please stamp the enclosed letter and all counterparts
of the document with your official recordation stamp. Please

HOWREY & SIMON

Agatha L. Mergenovich
February 12, 1981
Page Three

retain the original for your files and return the remaining counterparts to the bearer of this letter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Mark D. Wegener", written over the typed name.

Mark D. Wegener,
As Agent for
BRAE CORPORATION

MDW/file

Enclosures

12069-C

BILL OF SALE

The Connecticut Bank and Trust Company, N.A., as Trustee ("Trustee") under Equipment Trust Agreement 1980 Series 1 dated as of June 30, 1980 between said Trustee and RAILEASE Inc, in consideration of the sum of ONE DOLLAR (\$1.00) to it paid and other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer and set over unto RAILEASE Inc, a Washington Corporation, Transferee, all right, title and interest of the Trustee in and to the following railroad equipment:

Quantity	Type	Railroad Nos.
200	50'6" 100 Ton XP Boxcars	TOE 3000 - 3199, inclusive
60	52'6" 70 Ton XM Boxcars	ADN 9700 - 9759, inclusive

RECORDATION NO. 12012-C Filed 1425

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INTERSTATE COMMERCE COMMISSION

which equipment (the "Equipment") has been heretofore owned by Trustee as trustee under said Equipment Trust Agreement,

TO HAVE AND TO HOLD all and singular the aforesaid interests in the Equipment to said Transferee, and its respective successors and assigns, for its and their own use and behoof forever.

This Bill of Sale relinquishes all rights of the Trustee in and to the Equipment herein described, and releases said Equipment from all terms and provisions of said Equipment Trust Agreement.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed as of this 28th day of September, 1984.

THE CONNECTICUT BANK AND TRUST COMPANY, N.A., TRUSTEE

(Seal)

By: [Signature]
Title: Authorized Officer

ATTEST:

By: [Signature]
Authorized Officer

STATE OF CONNECTICUT)
COUNTY OF HARTFORD) ss.:

On this 28th day of September, 1984, before me personally appeared V. Kreuscher, who being by me duly sworn, says he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, N.A., that the seal affixed to the foregoing instrument is the seal of said Corporation by authority of its By-Laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

PATTY A. LYNCH
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1987

[Signature]
Notary Public